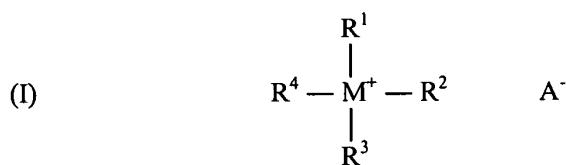


Amendments to the Claims

1. (Amended) A process of preparing a rubber composition which contains a dispersion of intercalated and at least partially exfoliated clay, wherein said clay is intercalated and exfoliated in situ within an elastomer host, which comprises blending, based upon parts by weight per 100 parts by weight rubber (phr):

- A. 100 phr of at least one hydrocarbon diene-based elastomer,
- B. about one to about 20 phr of smectite clay,
- C. hydrocarbyl onium salt, and
- D. about 20 to about 99 phr of at least one additional reinforcing filler comprised of carbon black, synthetic amorphous silica or silica treated carbon black and mixtures thereof, wherein said hydrocarbyl onium salt is of the general formula (I) represented in an ionized form comprised of a cation and an anion (A^-):



wherein R^1 is hydrogen or an alkyl group containing from one to three carbon atoms; R^2 , R^3 and R^4 are individually selected from alkyl groups having from one to 40 carbon atoms and allyl and aryl groups having from 6 to 40 carbon atoms; and

wherein A^- is an anion selected from one of chloride, bromide, iodide, fluoride, cyanide, nitrate, hydroxide, thiocyanate, perchlorate, chlorate, bromate, permanganate, formate, acetate, propionate, benzoate, m-toluate, p-toluate, salicylate, methane sulfonate, bisulfate, bicarbonate, dihydrogen phosphate, phenoxide, picrate, methoxide, alkoxide and like anions having a single negative charge, and wherein M is selected from nitrogen, sulfur or phosphorous.

2. (Original) The process of claim 1 wherein said R^1 is hydrogen.
3. (Original) The process of claim 1 wherein R^1 is an alkyl group selected from methyl and ethyl groups.

4. (Original) The process of claim 1 wherein said R², R³ and R⁴ are individually selected from at least one of methyl, decyl, octyl, octadecyl, benzyl and ethylhexyl groups, and from tallow and hydrogenated tallow.

5. (Original) The process of claim 1 wherein A⁻ is Cl⁻.

6. (Original) The process of claim 1 wherein M is nitrogen.

7. (Original) The process of claim 1 wherein R¹ is selected from hydrogen, methyl and ethyl groups; R², R³ and R⁴ are individually selected from alkyl groups having from 1 to about 18 carbon atoms, M is nitrogen and A⁻ is Cl⁻.

8. (Original) The process of claim 1 wherein said hydrocarbon onium salt is a quaternary ammonium salt used in an amount of about 0.5 to about 2 moles of ammonium moiety per mole of sodium ion of said clay.

9. (Original) The process of claim 1 wherein said hydrocarbyl onium salt is selected from methyl trialkyl ammonium chloride, trimethyl alkyl ammonium chloride, dimethyl dialkyl ammonium chloride, dimethyl alkyl allyl ammonium chloride and dimethyl diallyl ammonium chloride.

10. (Original) A rubber composition prepared by the process of claim 1.

11. (Original) A rubber composition prepared by the process of claim 1 wherein said clay is a montmorillonite or hectorite clay.

12. (Original) A rubber composition prepared by the process of claim 7.

13. (Original) An article of manufacture having at least one component of a rubber composition comprised of the rubber composition of claim 10.

14. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 10.

15. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 11.

16. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 12.

17. (Original) A tire having a tread of a rubber composition comprised of the rubber composition of claim 10.

18. (Original) A tire having a tread of a rubber composition comprised of the rubber composition of claim 12.

19. (Cancelled)

20. (Cancelled)

21. (New) The process of claim 1 wherein a coupling agent is mixed therewith subsequent to said intercalation of said clay and after at least a partial exfoliation of said intercalated clay, wherein said coupling agent has a moiety which is reactive with hydroxyl groups contained on the surface of the intercalated and exfoliated clay platelets and another moiety interactive with at least one of said elastomers.

22. (New) An article of manufacture having at least one component of a rubber composition comprised of a rubber composition prepared by the process of claim 21.
